

# **EXHIBIT 32**

## **Declaration of Dan Lambert**

### **Declaration of Dan Lambert**

1. My name is Dan Lambert. I am a professional MMA fighter's agent. I have been managing professional MMA fighters since 1995. Some of my clients are currently under contract to fight for UFC. My fighters' backgrounds are in a variety of fighting styles including other forms of MMA, wrestling, and boxing. My fighter clients have other professional options besides MMA, including professional boxing, other forms of mixed martial arts, and wrestling, but my clients can earn more money in MMA than in these other sports.
2. My clients have fought for many other promotions, including Shark Fights, International Fight League, Elite XC, BELLATOR, and DREAM. Some of those promotions were outside the United States. It does not matter where the promotion is located, or even where the bouts are held, provided that they are able to generate sufficient fan interest to make the fight profitable for the promotion and the fighters.
3. It is absolutely true that managers use the threat of putting their fighters in the UFC in attempts to get higher pay from other companies vying for the same services. A few examples include being able to secure a contract for Antonio Silva with Elite XC that paid him \$100,000 per fight by leveraging UFC's interest in his services even though they were not willing to pay anywhere near that kind of money for him. Additionally, Denis Kang was making approximately \$25,000 per fight with Pride at the time Zuffa purchased that company. I was able to negotiate a contract for \$100,000 per fight for Denis with the K1 organization in Japan by again leveraging UFC's interest in him. Although UFC was interested in Kang's services at the time, they were only willing to pay a fraction of that amount. For a current example, Hector Lombard is the BELLATOR Middleweight Champion and his contract expires in December 2011. BELLATOR desperately wants Hector to re-sign with them and I can guarantee you that the threat of losing him to the UFC will play a large role in that renegotiation.
4. Since joining the UFC, my clients' compensation has increased substantially. A significant part of my clients' compensation has consisted of discretionary pay outs by Zuffa such as Fight of the Night and Submission of the Night. One example was the time I asked for the UFC to release Jeff Monson right after he fought for their heavyweight title because I received a much better money offer for him to go to Japan. Not only did Dana White grant the release, but he also sent Jeff a \$50,000 bonus that was purely gratuitous because he thought Jeff deserved it since he fought for the title.
5. Another significant part of my clients' compensation is sponsorship revenue. My clients credit the UFC with providing them increased exposure that built their name recognition to the point where they could command those sponsorships.
6. There are several reasons why my clients believe the UFC is the best MMA organization to fight in. First, it has provided my clients with the best compensation and incentives. Second, it has expended the most resources in promoting my clients and the events my clients fought in. Third, it is deeply concerned with fighter safety, and provides world-class medical supervision and industry-leading insurance to its fighters. Fourth, the UFC has attracted some of the best fighter talent, assuring my clients the opportunity to fight other elite fighters, to try to become the

best fighter in the world at my clients' weight class, and to build my clients' reputation so my clients can earn more money in the form of sponsorships and PPV shares. Fifth, the UFC provides travel and accommodation to all fighters participating in one of their events.

7. Other MMA organizations copied UFC's winning formula. Bellator, M-1, DREAM, Titan Fighting and Shark Fights, for example, all have televised events and compete for fighter talent with the UFC. At this point, I consider all of these organizations to be potential alternative platforms for my clients' fighting career.

8. Zuffa's acquisition of Strikeforce can only be positive from my perspective because of the increased exposure the fighters will receive and better production value UFC brings to the table. This is better for me and better for fans.

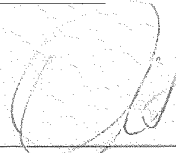
9. I do not expect Zuffa's ownership of Strikeforce to affect my contract negotiating leverage in any way. I do not feel I have any less leverage negotiating with UFC after the purchase of Strikeforce. After the acquisition I immediately secured a significant raise for Antonio Silva, a Strikeforce fighter who was still under contract but deserving of a raise in my opinion. Signing new fighters to Strikeforce contracts post acquisition has been much easier as I was able to obtain contracts for both Joe Ray and Jeff Monson, even though I had tried to get them signed to Strikeforce before the acquisition without any luck. I have also seen fighters that I negotiated to get in Strikeforce, like Jorge Masvidal and Gesias Cavalcante, have a much easier time getting fights under the new regime.

10. I believe the Strikeforce acquisition will not change the need for the UFC and its many MMA competitors to continue offering competitive compensation. Every promotion has to continue to attract the best fighters by offering competitive compensation.

11. I believe the better MMA fighters have lots of options currently. Leaving aside their ability to become professional boxers, wrestlers or martial artists, there are any number of new MMA promotions who are entering the field and who, if they market their bouts skillfully, can do as well as any of the existing promotions, over time. In fact, UFC has created their competition through their success and has opened the doors for their competition to attract fans, sponsors, better fighters, and TV deals. If you count the numbers of promotions "competing" with the UFC years ago versus today, the numbers are staggeringly higher today. The same goes with frequency of events and fighter pay. Not only does the UFC make the competition's product viable, but it also provides a constant flow of established fighters with name recognition and drawing power to its competition when it releases or does not re-sign fighters who built their names fighting for the UFC.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11 day of July, 2011, in the city of Fort Lauderdale, FL.



Dan Lambert